

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

April Bezdichek,

Court File No. 08-6196 (JNE/JJG)

Plaintiff,

v.

**DECLARATION OF KIM
THOMPSON**

Hilton Hotels Corporation d/b/a
HHC-Hilton Minneapolis H&T, and
James M. Vennewitz,

Defendants.

I, KIM THOMPSON, state as follows:

1. I am the Beverage Manager at the Minneapolis Hilton located at 1001 Marquette Avenue in Minneapolis.

2. On August 30, 2007, I attended a party in Boardroom 1 following the Director of Sales conference.

3. Many of local Hilton hotels' managers were present at the party.

4. The party was to celebrate the completion of the conference.

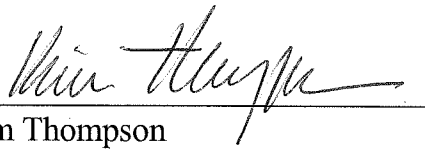
5. Many of the managers consumed alcohol at the evening. Some consumed to excess, and the party should have ended earlier than it did.

6. I did not see any sexual activity at the party. All participants were clothed and, besides some foul language here and there, no inappropriate sexual conduct took place.

7. I was reprimanded for participating in the party.

The undersigned declares under penalty of perjury under the laws of the United States and the State of Minnesota that the foregoing facts stated in this Declaration are, to the best of her knowledge and belief, true and correct.

Executed on this 15th day of December 2008.



Kim Thompson